

UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY

IN RE CELGENE CORPORATION  
SECURITIES LITIGATION

Case No. 2:18-cv-04772 (MEF) (JBC)

CLASS ACTION

**NOTICE OF (I) PROPOSED CLASS ACTION  
SETTLEMENT; (II) SETTLEMENT HEARING; AND  
(III) MOTION FOR ATTORNEYS' FEES AND LITIGATION EXPENSES**

**If you purchased the common stock of Celgene Corporation (“Celgene”) between April 27, 2017 and April 27, 2018, inclusive (“Class Period”), and were damaged thereby, you could get a payment from a class action settlement (“Settlement”).**

*A Federal Court authorized this Notice. This is not a solicitation from a lawyer.*

- This Notice concerns a proposed settlement of a securities class action (“Action”). The Action alleges that Celgene and certain of its officers, Terrie Curran and Philippe Martin (together, “Defendants”), violated the federal securities laws by making false and misleading statements during the Class Period regarding certain Celgene products and product candidates, including the pharmaceutical drugs and drug candidates known as GED-0301, Otezla, and Ozanimod.
- You should read this Notice carefully. It describes your legal rights and options in connection with the Settlement and provides instructions on how to submit a Claim Form in order to be eligible to receive a payment from the Settlement and how to object to the Settlement. If you do not act, you may permanently give up your right to recover from this Settlement.
- If approved by the Court, the Settlement will provide **\$239,000,000** in cash (“Settlement Fund”), plus interest as it accrues, minus attorneys’ fees, costs, administrative expenses, and any taxes on interest, to pay the claims of investors who purchased Celgene common stock during the Class Period and were damaged thereby.
- The Settlement represents an estimated average recovery of \$0.57 per share for the roughly 422 million shares of Celgene common stock damaged during the Class Period as estimated by Class Representative’s damages expert. This does not mean that your actual recovery will be \$0.57 per share. Your actual recovery, if any, will depend on the aggregate losses of eligible Class Members, the date(s) you purchased and sold your Celgene common stock, the purchase and sale prices of those shares, and the total number and amount of claims filed.
- Class Counsel will ask the Court to award attorneys’ fees in an amount not to exceed 22.2% of the Settlement Fund (or, \$53,058,000) and payment of the litigation expenses incurred in connection with the Action in an amount not to exceed \$5.75 million, which amount may include a request for the reimbursement of Class Representative’s reasonable costs and expenses pursuant to the Private Securities Litigation Reform Act of 1995 (“PSLRA”). This

maximum request for attorneys' fees and expenses will result in an estimated average cost of \$0.14 per affected share of Celgene common stock.

- The average approximate recovery, after deduction of attorneys' fees, litigation expenses, and Class Representative's award approved by the Court, is \$0.43 per share of Celgene common stock damaged during the Class Period. This estimate is based on the assumptions set forth in the preceding paragraphs. This is not an estimate of the actual recovery per share of Celgene common stock you should expect. As noted above, your actual recovery, if any, will depend on the aggregate losses of eligible Class Members, the date(s) you purchased your Celgene common stock, the purchase and sale prices of those shares, and the total number and amount of claims filed.
- All questions regarding this Notice, the Settlement, or your eligibility to participate in the Settlement should be directed to Class Counsel or the Claims Administrator. The contact information for Class Counsel and the Claims Administrator is set forth in ¶ 71 below.<sup>1</sup> **Versiónes en español del este aviso y del formulario de reclamación están disponibles en [www.CelgeneSecuritiesLitigation.com](http://www.CelgeneSecuritiesLitigation.com).**

<b>YOUR LEGAL RIGHTS AND OPTIONS IN THE SETTLEMENT:</b>	
<b>SUBMIT A CLAIM FORM <i>POSTMARKED OR SUBMITTED ONLINE NO LATER THAN APRIL 13, 2026.</i></b>	This is the only way to be eligible to receive a payment from the Settlement Fund. See Paragraph 40 below for instructions on how to submit a Claim Form.
<b>OBJECT TO THE SETTLEMENT BY SUBMITTING A WRITTEN OBJECTION SO THAT IT IS RECEIVED ON OR BEFORE APRIL 23, 2026 AT 5:00 P.M.</b>	If you do not like the Settlement or any aspect thereof, you may submit an objection to the Court and counsel. You can also send your objection by email to <a href="mailto:info@CelgeneSecuritiesLitigation.com">info@CelgeneSecuritiesLitigation.com</a> . You cannot object unless you are a Class Member. See Paragraphs 58-59 below for instructions on how to submit an objection.
<b>GO TO A HEARING ON MAY 4, 2026 AT 9:00 A.M.</b>	You may attend the Settlement Hearing if you wish, but you are not required to do so. Whether you attend the hearing has no impact on your ability to submit a claim or to object. See Paragraphs 55-64 below for additional details regarding the Settlement Hearing.
<b>DO NOTHING.</b>	<b>Get no payment AND give up your right to bring your own lawsuit relating to the claims asserted in the Action.</b>

**These rights and options—and the deadlines to exercise them—are further explained in this Notice.**

<sup>1</sup> All capitalized terms used in this Notice that are not otherwise defined herein shall have the meanings set forth in the Stipulation and Agreement of Settlement dated November 4, 2025 (the "Stipulation"), which is available at [www.CelgeneSecuritiesLitigation.com](http://www.CelgeneSecuritiesLitigation.com).

**Please Note: the date and time of the Settlement Hearing—currently scheduled for May 4, 2026 at 9:00 a.m. Eastern Time—is subject to change without further notice to the Class. If you plan to attend the hearing, you should check the case website, [www.CelgeneSecuritiesLitigation.com](http://www.CelgeneSecuritiesLitigation.com), or with Class Counsel as set forth above to confirm that no change to the date and/or time of the hearing has been made.**

## WHAT THIS NOTICE CONTAINS

Why Did I Get This Settlement Notice?	Page 3
What Is This Case About?	Page 3
How Do I Know If I Am Affected By The Settlement?	
Who Is Included In The Class?	Page 6
What Are Class Representative's Reasons For The Settlement?	Page 6
What Might Happen If There Were No Settlement?	Page 7
How Are Class Members Affected By The Action And The Settlement?	Page 7
How Do I Participate In The Settlement? What Do I Need To Do?	Page 9
How Much Will My Payment Be?	Page 10
What Payment Are The Attorneys For The Class Seeking?	
How Will The Lawyers Be Paid?	Page 11
When And Where Will The Court Decide Whether To Approve The Settlement?	
Do I Have To Come To The Hearing? May I Speak At The Hearing If I Don't Like The Settlement?	Page 11
What If I Bought or Held Celgene Common Stock On Someone Else's Behalf?	Page 14
Can I See The Court File? Whom Should I Contact If I Have Questions?	Page 15
Appendix A: Plan of Allocation of the Net Settlement Fund	Page 16

## WHY DID I GET THIS SETTLEMENT NOTICE?

1. The purpose of this Notice is to inform potential Class Members of the terms of the proposed Settlement, and of a hearing to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlement, the proposed Plan of Allocation, and the motion by Class Counsel for attorneys' fees and Litigation Expenses (the "Settlement Hearing"). *See ¶¶ 56-57 below for details about the Settlement Hearing, including the date and location of the hearing.*

2. The issuance of this Notice is not an expression of any opinion by the Court concerning the merits of any claim in the Action, and the Court still has to decide whether to approve the Settlement. If the Court approves the Settlement and a plan of allocation, then payments to Authorized Claimants will be made after any appeals are resolved and after the completion of all claims processing. Please be patient, as this process can take some time to complete.

## WHAT IS THIS CASE ABOUT?

3. The initial complaint in this Action was filed on March 29, 2018.
4. On September 26, 2018 the Court appointed: AMF Tjänstepension AB (then known as AMF Pensionsförsäkring AB) as Lead Plaintiff and Kessler Topaz Meltzer & Check, LLP as Lead Counsel for the putative class.

5. On February 27, 2019, Lead Plaintiff filed the Second Amended Consolidated Class Action Complaint (the “Second Amended Complaint”), which sets forth the claims of the Class, including claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the “Exchange Act”) (15 U.S.C. §§ 78j(b), and 78t(a)) and SEC Rule 10b-5 (17 C.F.R. § 240.10b-5). The Second Amended Complaint alleged that during the period from January 12, 2015 through and including April 27, 2018, Defendants made materially false or misleading representations and omissions regarding certain Celgene products and product candidates, including the pharmaceutical drugs and drug candidates known as GED-0301, Otezla, and Ozanimod. The Second Amended Complaint asserted that Defendants’ alleged misrepresentations and omissions caused investors to purchase Celgene common stock at artificially inflated prices, and to suffer damages when the truth was revealed.

6. On December 19, 2019, the Court granted in part and denied in part Defendants’ motion to dismiss the Second Amended Complaint.

7. On March 5, 2020, Defendants answered the Second Amended Complaint, denying Lead Plaintiff’s claims and asserting various affirmative defenses.

8. On May 1, 2020, Lead Plaintiff filed a motion for class certification, along with an expert report in support. On June 25, 2020, Defendants filed their opposition to Lead Plaintiff’s motion for class certification, along with an expert report. On November 29, 2020, the Court granted Lead Plaintiff’s motion for class certification, certifying the case as a class action on behalf of the Class defined in ¶ 23 below, and appointing Lead Plaintiff as Class Representative.

9. On September 10, 2021, Class Representative filed an unopposed motion for Court approval of its proposed form and manner of providing notice to the Class of the pendency of the class action. On April 21, 2022, the Court entered an Order granting the motion (“Class Notice Order”).

10. From May 11, 2022 through July 27, 2022, the Court-approved Notice Administrator, JND Legal Administration mailed 751,520 postcard notices of pendency of the Action as a class action (“Postcard Class Notice”) and 6,176 copies of the longer Class Notice to potential Class Members and nominees. Pursuant to the Class Notice Order, the Postcard Class Notice and Class Notice provided Class Members with the opportunity to request exclusion from the Class, explained that right, and set forth the deadline and procedures for doing so. The Postcard Class Notice and Class Notice also informed Class Members that if they chose to remain a member of the Class, they would “be bound by all past, present, and future orders and judgments in the Action, whether favorable or unfavorable” and they “may not pursue a lawsuit on [their] own behalf with regard to any of the issues in the Action in connection with [their] purchase of Celgene common stock.” The Class Notice further informed Class Members that they might not have the further opportunity to exclude themselves from the Class at the time of any settlement.

11. The deadline for requesting exclusion from the Class pursuant to the Class Notice was July 11, 2022. Attached as Appendix A to the Stipulation is a list of the persons and entities who requested exclusion from the Class pursuant to the Class Notice.

12. Fact discovery in the Action commenced in March 2020 and concluded in November 2022. Pursuant to detailed document requests and substantial negotiations, Defendants produced over 4.8 million pages of documents to Class Representative. Class Representative also produced more than 1,100 pages of documents to Defendants. Class Representative also served subpoenas on and negotiated document discovery with more than 10 third parties. In addition, the Parties conducted depositions of 21 fact witnesses, including Individual Defendants and other senior Celgene employees, and 10 expert witnesses. The Parties also served and responded to interrogatories and requests for admission and exchanged

numerous letters concerning disputes between the Parties and with non-parties on discovery issues and litigated multiple discovery disputes concerning the production of responsive documents.

13. On April 21, 2023, Defendants moved for summary judgment. The Parties filed over 400 exhibits, and over 300 pages of statements of fact, in connection with the summary judgment motion. On September 8, 2023, the Court granted in part and denied in part Defendants' motion for summary judgment. On October 27, 2023, Defendants moved for partial summary judgment, and the motion was fully briefed on December 8, 2023.

14. The Parties participated in a two-day mediation session on June 3 and 5, 2024, which did not result in a settlement.

15. On July 23, 2024, the Court partially granted Defendants' partial motion for summary judgment and ordered further briefing as to some issues. On October 10, 2024, the Court denied the remainder of Defendants' motion for summary judgment. On November 15, 2024, Defendants sought leave to file a motion pursuant to Fed. R. Civ. P. 12(c), which was denied on April 30, 2025. On November 21, 2024, Defendants moved to bifurcate the forthcoming trial by issue, and that motion was denied on May 1, 2025.

16. On December 19, 2024, the Court held the final pretrial conference and entered the final pretrial order. On April 7, 2025, the Parties filed numerous pre-trial motions concerning the admissibility of certain expert testimony and other categories of evidence at trial. These motions were fully briefed on June 20, 2025.

17. On August 25, 2025, the Court granted Class Representative leave to file a "narrow" further amended complaint, and on August 29, 2025, Class Representative filed the Fourth Amended Consolidated Class Action Complaint (the "Complaint").

18. On August 25, 2025, the Court granted Class Representative's motion to bifurcate the trial into two phases for liability and individual damages.

19. On September 10, 2025, the Parties participated in an additional mediation session with former U.S. District Judge Layn Phillips and David Murphy, Esq., both of Phillips ADR Enterprises. In advance of the mediation, the Parties exchanged comprehensive mediation statements attaching documents produced in discovery. The mediation did not result in a settlement. However, the Parties continued settlement discussions that were facilitated by Judge Phillips and Mr. Murphy.

20. On September 25, 2025, the Parties reached an agreement in principle to settle the Action in return for a cash payment of \$239,000,000, subject to the execution of a customary "long form" stipulation and agreement of settlement and related papers.

21. On November 4, 2025, the Parties entered into the Stipulation and Agreement of Settlement, which sets forth the full terms and conditions of the Settlement. The Stipulation can be viewed at [www.CelgeneSecuritiesLitigation.com](http://www.CelgeneSecuritiesLitigation.com). On the same day, Class Representative filed a motion for preliminary approval of the Settlement. On November 24, 2025, Class Counsel filed a supplemental submission in further support of Class Representative's motion for preliminary approval of the Settlement, attaching evidentiary support and a declaration from Class Representative's damages expert.

22. By Orders dated December 5 and 19, 2025, the Court preliminarily approved the Settlement, authorized notice of the Settlement to be disseminated to potential Class Members, and scheduled the Settlement Hearing to consider whether to grant final approval to the Settlement.

## **HOW DO I KNOW IF I AM AFFECTED BY THE SETTLEMENT? WHO IS INCLUDED IN THE CLASS?**

23. If you are a member of the Class, you are subject to the Settlement, unless you previously requested to be excluded from the Class. The Class was certified by the Court's Order dated November 25, 2020 and consists of:

**All persons and entities who purchased the common stock of Celgene between April 27, 2017 and April 27, 2018, inclusive, and were damaged thereby**

Excluded from the Class are: (i) Defendants; (ii) any directors and officers of Celgene during the Class Period and members of their Immediate Families; (iii) the subsidiaries, parents and affiliates of Celgene; (iv) any firm, trust, corporation or other entity in which Celgene has or had a controlling interest; and (v) the legal representatives, heirs, successors and assigns of any such excluded party. Also excluded from the Class are (i) all persons and entities who previously requested exclusion from the Class in connection with the mailing of the Class Notice; and (ii) Judge Michael E. Farbiarz, his current or former chambers staff, and any of his family members. A list of the persons and entities who requested exclusion from the Class in connection with Class Notice is available at [www.CelgeneSecuritiesLitigation.com](http://www.CelgeneSecuritiesLitigation.com).

**Please Note: Receipt of this Notice does not mean that you are a Class Member or that you will be entitled to receive proceeds from the Settlement.**

**If you are a Class Member and you wish to be eligible to participate in the distribution of proceeds from the Settlement, you are required to submit a Claim Form and the required supporting documentation as set forth therein postmarked (or submitted online) no later than April 13, 2026. The Claim Form is available (in English and en español) at [www.CelgeneSecuritiesLitigation.com](http://www.CelgeneSecuritiesLitigation.com), and an online claim can be submitted through that website.**

## **WHAT ARE CLASS REPRESENTATIVE'S REASONS FOR THE SETTLEMENT?**

24. The Parties disagree about both liability and damages. Among other things, Defendants do not agree with the assertion that they violated the federal securities laws or that any damages were suffered by any Class Members as a result of their conduct. Class Representative and Class Counsel believe that the claims asserted against Defendants have merit; nonetheless, there were very significant risks to ongoing litigation, including the risk of an adverse outcome at trial or on appeal. If Class Representative had proceeded to trial, it would have faced a number of substantial arguments regarding liability and damages from Defendants.

25. Defendants would have argued at trial (as they had throughout the litigation) that the alleged misrepresentations at issue were not false or misleading at the time they were made and that Defendants sincerely believed the truth of the statements. For example, Defendants would argue that Class Representative would be unable to prove scienter on its fraud claim based on the alleged misrepresentation of the sales environment for Otezla because Defendants had a reasonable basis to believe that Otezla's market share and prescription levels were growing (not static, as Class Representative claimed). Specifically, Defendant Curran would likely have testified that she honestly believed that her April and July 2017 statements regarding Otezla were true at the time she made them and that her statements were consistent with data and other information reflected in various internal Company documents.

26. With respect to the Ozanimod statements, Defendants would have argued that these statements were also true when made and that they had a reasonable, good faith belief that the U.S. Food & Drug Association (“FDA”) would accept for filing the December 2017 new drug application for Ozanimod based on the advice the Company received from its consultants—former FDA officials—and on regulatory precedent. Thus, Defendants would contend that Class Representative could not establish scienter for the alleged Ozanimod misstatements because Defendants had a good faith belief that the application would be approved by the FDA and because the FDA ultimately did approve the drug.

27. With respect to damages and loss causation, Defendants had challenged—and would continue to challenge—the damages models developed by Class Representative’s expert, arguing that his measurements of the Class’s damages failed to account for various, non-fraud-related “confounding” events that, when properly accounted for, would substantially reduce the potentially damages. Had Defendants prevailed on these arguments at trial, the Class’s recovery would have been significantly reduced or eliminated.

28. In light of these and other risks, the amount of the Settlement, and the immediacy of recovery to the Class, Class Representative and Class Counsel believe that the proposed Settlement is fair, reasonable, and adequate, and in the best interests of the Class. The Settlement provides a substantial benefit to the Class, namely \$239,000,000 in cash (less the various deductions described in this Notice), as compared to the risk that the claims in the Action would produce a smaller recovery, or no recovery at all, after further pretrial proceedings, at trial, and on any appeals, possibly years in the future.

29. Defendants expressly deny that Class Representative has asserted any valid claims as to any of them, and expressly deny any and all allegations of fault, liability, or wrongdoing whatsoever. Defendants further deny that Class Members were harmed or suffered any damages as a result of the conduct alleged in the Action. Defendants have agreed to the Settlement solely to eliminate the burden and expense of continued litigation. Accordingly, the Settlement may not be construed as an admission of any wrongdoing by Defendants.

#### **WHAT MIGHT HAPPEN IF THERE WERE NO SETTLEMENT?**

30. If there were no Settlement and Class Representative failed to establish any essential legal or factual element of its claims against Defendants, neither Class Representative nor the other Class Members would recover anything from Defendants. Also, if Defendants were successful in proving any of their defenses, either at trial or on appeal, the Class could recover less than the amount provided in the Settlement, or nothing at all.

#### **HOW ARE CLASS MEMBERS AFFECTED BY THE ACTION AND THE SETTLEMENT?**

31. As a Class Member, you are represented by Class Representative and Class Counsel, unless you enter an appearance through counsel of your own choice at your own expense. You are not required to retain your own counsel, but if you choose to do so, such counsel must file a notice of appearance on your behalf and must serve copies of his or her appearance on the attorneys listed in the section entitled, “When And Where Will The Court Decide Whether To Approve The Settlement?,” on page 11 below.

32. If you are a Class Member and you wish to object to the Settlement, the Plan of Allocation, or Class Counsel’s application for attorneys’ fees and Litigation Expenses, you may present your objections

by following the instructions in the section entitled, “When And Where Will The Court Decide Whether To Approve The Settlement?,” on page 11 below.

33. If you are a Class Member, you will be bound by any orders issued by the Court. If the Settlement is approved, the Court will enter a judgment (the “Judgment”). The Judgment will dismiss with prejudice the claims against Defendants and will provide that, upon the Effective Date of the Settlement, Class Representative and each of the other Class Members, on behalf of themselves, and their respective heirs, executors, administrators, predecessors, successors, assigns, representatives, attorneys, and agents, in their capacities as such, shall be deemed to have, and by operation of law and of the Judgment or the Alternate Judgment, if applicable, shall have fully, finally, and forever compromised, settled, released, resolved, relinquished, waived, and discharged each and every Released Plaintiff’s Claim (as defined in ¶ 34 below) (including, without limitation, Unknown Claims) against Defendants and the other Defendants’ Releasees (as defined in ¶ 35 below), and shall forever be barred and enjoined from prosecuting any or all of the Released Plaintiff’s Claims directly or indirectly against any of the Defendants and the other Defendants’ Releasees.

34. “Released Plaintiff’s Claims” means all claims, demands, losses, rights and causes of action of every nature and description whatsoever, that have been or could have been asserted in this Action or could in the future be asserted in any forum, whether known claims or Unknown Claims (defined herein), whether foreign or domestic, whether arising under federal, state, common, or foreign law, whether class or individual in nature, whether accrued or unaccrued, whether liquidated or unliquidated, whether matured or unmatured, by Class Representative or its related parties, or any other Class Member and their related parties, which: (i) arise out of, are based upon, or relate to in any way any of the allegations, acts, transactions, facts, events, matters, occurrences, representations, or omissions involved, set forth, alleged, or referred to, or asserted in the Action, or which could have been alleged in the Action, and (ii) arise out of, are based upon, or relate to in any way the purchase or acquisition of Celgene common stock during the class period alleged in the Second Amended Complaint filed on February 27, 2019 (ECF No. 57) (i.e., January 12, 2015 through April 27, 2018, inclusive). Released Plaintiff’s Claims do not include: (i) any claims relating to the enforcement of the Settlement; (ii) any derivative or ERISA claims; or (iii) any claims of any person or entity who or which is excluded from the Class.

35. “Defendants’ Releasees” means Defendants and Former Defendants, and any and all of their current and former parents, affiliates, subsidiaries, officers, directors, agents, successors, predecessors, assigns, assignees, divisions, joint ventures, and partnerships, and each of their respective current or former officers, directors, partners, trustees, trusts, members, contractors, auditors, principals, agents, managing agents, employees, insurers, reinsurers, and attorneys, in their capacities as such, as well as each of the Individual Defendant’s and Former Defendants’ Immediate Family Members, heirs, executors, personal or legal representatives, estates, beneficiaries, predecessors, successors, and assigns.

36. “Unknown Claims” means any Released Plaintiff’s Claims which either Class Representative or any other Class Member does not know or suspect to exist in his, her, or its favor at the time of the release of such claims, and any Released Defendants’ Claims which any Defendant does not know or suspect to exist in his, her, or its favor at the time of the release of such claims, which, if known by him, her, or it, might have affected his, her, or its decision(s) with respect to the Settlement. With respect to any and all Released Claims, the Parties stipulate and agree that, upon the Effective Date of the Settlement, Class Representative and Defendants shall expressly waive, and each of the other Class Members shall be deemed to have waived, and by operation of the Judgment or the Alternate Judgment, if applicable, shall have expressly waived, any and all provisions, rights, and benefits conferred by any law of any state or

territory of the United States, or principle of common law or foreign law, which is similar, comparable, or equivalent to California Civil Code § 1542, which provides:

A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.

Class Representatives or other Class Members may hereafter discover facts, legal theories, or authorities in addition to or different from those which any of them now knows or believes to be true with respect to the subject matter of the Released Plaintiff's Claims, but Class Representative and each Class Member shall be deemed to have settled and released, and upon the Effective Date and by operation of the Judgment have settled and released, fully, finally, and forever, any and all Released Plaintiff's Claims as applicable, without regard to the subsequent discovery or existence of such different or additional facts, legal theories, or authorities. Class Representative and Defendants acknowledge, and each of the other Class Members shall be deemed by operation of law to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement.

37. The Judgment will also provide that, upon the Effective Date of the Settlement, Defendants, on behalf of themselves, and their respective heirs, executors, administrators, predecessors, successors, assigns, representatives, attorneys, and agents, in their capacities as such, will have fully, finally, and forever compromised, settled, released, resolved, relinquished, waived, and discharged each and every Released Defendants' Claim (as defined in ¶ 38 below) (including, without limitation, Unknown Claims) against Class Representative and the other Plaintiff's Releasees (as defined in ¶ 39 below), and shall forever be barred and enjoined from prosecuting any or all of the Released Defendants' Claims directly or indirectly against any of the Plaintiff's Releasees.

38. "Released Defendants' Claims" means any and all claims and causes of action of every nature and description, whether known claims or Unknown Claims, whether arising under federal, state, common, or foreign law, that arise out of or relate in any way to the institution, prosecution, or settlement of the claims against Defendants in the Action. Released Defendants' Claims do not include any claims relating to the enforcement of the Settlement.

39. "Plaintiff's Releasees" means Class Representative and all other Class Members, and any and all of their respective current and former parents, affiliates, subsidiaries, officers, directors, agents, successors, predecessors, assigns, assignees, divisions, joint ventures, and partnerships, and each of their respective current or former officers, directors, partners, trustees, trusts, members, contractors, auditors, principals, agents, managing agents, employees, insurers, reinsurers, and attorneys, in their capacities as such, as well as each of the individual Class Members' Immediate Family Members, heirs, executors, personal or legal representatives, estates, beneficiaries, predecessors, successors, and assigns.

### **HOW DO I PARTICIPATE IN THE SETTLEMENT? WHAT DO I NEED TO DO?**

40. To be eligible for a payment from the Settlement, you must be a member of the Class and you must timely complete and return the Claim Form with adequate supporting documentation ***postmarked (if mailed), or submitted online at [www.CelgeneSecuritiesLitigation.com](http://www.CelgeneSecuritiesLitigation.com) no later than April 13, 2026.*** You may obtain a Claim Form from the website maintained by the Claims Administrator for the case, [www.CelgeneSecuritiesLitigation.com](http://www.CelgeneSecuritiesLitigation.com). You may also request that a Claim Form be mailed to you by calling the Claims Administrator toll-free at 1-855-648-0893 or by emailing the Claims Administrator at

info@CelgeneSecuritiesLitigation.com. **Please retain all records of your ownership of and transactions in Celgene common stock, as they will be needed to document your Claim.** The Parties and Claims Administrator do not have information about your transactions and holdings in Celgene common stock.

41. If you do not submit a timely and valid Claim Form, you will not be eligible to share in the Net Settlement Fund.

### HOW MUCH WILL MY PAYMENT BE?

42. At this time, it is not possible to make any determination as to how much any individual Class Member may receive from the Settlement.

43. Pursuant to the Settlement, Defendants have agreed to cause \$239,000,000 in cash (the “Settlement Amount”) to be paid into an escrow account. The Settlement Amount plus any interest earned thereon is referred to as the “Settlement Fund.” If the Settlement is approved by the Court and the Effective Date occurs, the “Net Settlement Fund” (that is, the Settlement Fund less (a) all federal, state and/or local taxes on any income earned by the Settlement Fund and the reasonable costs incurred in connection with determining the amount of and paying taxes owed by the Settlement Fund (including reasonable expenses of tax attorneys and accountants); (b) the reasonable costs and expenses incurred in connection with providing notices to Class Members and administering the Settlement on behalf of Class Members; (c) any attorneys’ fees and Litigation Expenses awarded by the Court; and (d) any other costs or fees approved by the Court) will be distributed to Class Members who submit valid Claim Forms, in accordance with the proposed Plan of Allocation or such other plan of allocation as the Court may approve.

44. The Net Settlement Fund will not be distributed unless and until the Court has approved the Settlement and a plan of allocation, and the time for any petition for rehearing, appeal or review, whether by certiorari or otherwise, has expired.

45. Neither Defendants nor any other person or entity that paid any portion of the Settlement Amount on their behalf are entitled to get back any portion of the Settlement Fund once the Court’s order or judgment approving the Settlement becomes Final. Defendants shall not have any liability, obligation, or responsibility for the administration of the Settlement, the disbursement of the Net Settlement Fund, or the plan of allocation.

46. Approval of the Settlement is independent from approval of a plan of allocation. Any determination with respect to a plan of allocation will not affect the Settlement, if approved.

47. Unless the Court otherwise orders, any Class Member who fails to submit a Claim Form postmarked (or submitted online) on or before April 13, 2026 shall be fully and forever barred from receiving payments pursuant to the Settlement but will in all other respects remain a Class Member and be subject to the provisions of the Stipulation, including the terms of any Judgment entered and the releases given. This means that each Class Member releases the Released Plaintiff’s Claims (as defined in ¶ 34 above) against the Defendants and other Defendants’ Releasees (as defined in ¶ 35 above) and will be barred and enjoined from prosecuting any or all of the Released Plaintiff’s Claims directly or indirectly against any of the Defendants and the other Defendants’ Releasees whether or not such Class Member submits a Claim Form.

48. Participants in and beneficiaries of any employee retirement and/or benefit plan covered by ERISA (“ERISA Plan”) should NOT include any information relating to shares of Celgene common stock

purchased or held through the ERISA Plan in any Claim Form they submit in this Action. They should include ONLY shares of Celgene common stock purchased or held outside of an ERISA Plan. Claims based on any ERISA Plan's purchases or holdings of Celgene common stock may be made by the plan's trustees.

49. The Court has reserved jurisdiction to allow, disallow, or adjust on equitable grounds the claim of any Class Member.

50. Each Claimant shall be deemed to have submitted to the jurisdiction of the Court with respect to his, her or its Claim Form.

51. Only Class Members or persons authorized to submit a claim on their behalf will be eligible to share in the distribution of the Net Settlement Fund. Persons and entities that are excluded from the Class by definition or that previously excluded themselves from the Class pursuant to request will not be eligible to receive a distribution from the Net Settlement Fund and should not submit Claim Forms.

**52. Appendix A to this Notice sets forth the Plan of Allocation for allocating the Net Settlement Fund among Authorized Claimants, as proposed by Class Representative. At the Settlement Hearing, Class Representative will request that the Court approve the Plan of Allocation. The Court may modify the Plan of Allocation, or approve a different plan of allocation, without further notice to the Class.**

#### **WHAT PAYMENT ARE THE ATTORNEYS FOR THE CLASS SEEKING? HOW WILL THE LAWYERS BE PAID?**

53. Plaintiff's Counsel, which have been prosecuting the Action on a wholly contingent basis for more than seven years, have not received any payment for their services in pursuing claims against the Defendants on behalf of the Class, nor have Plaintiff's Counsel been reimbursed for their out-of-pocket expenses. Before final approval of the Settlement, Class Counsel, Kessler Topaz Meltzer & Check, LLP, will apply to the Court for an award of attorneys' fees for all Plaintiffs' Counsel in an amount not to exceed 22.2% of the Settlement Fund. At the same time, Class Counsel also intends to apply for payment of Litigation Expenses in an amount not to exceed \$5.75 million, which may include an application for reimbursement of the reasonable costs and expenses incurred by Class Representative directly related to its representation of the Class, pursuant to the PSLRA.

54. Class Counsel's motion for attorneys' fees and Litigation Expenses will be filed by March 30, 2026. A copy of Class Counsel's motion will be available for review at [www.CelgeneSecuritiesLitigation.com](http://www.CelgeneSecuritiesLitigation.com). The Court will determine the amount of any award of attorneys' fees or Litigation Expenses. Such sums as may be approved by the Court will be paid from the Settlement Fund. *Class Members are not personally liable for any such fees or expenses.*

#### **WHEN AND WHERE WILL THE COURT DECIDE WHETHER TO APPROVE THE SETTLEMENT? DO I HAVE TO COME TO THE HEARING? MAY I SPEAK AT THE HEARING IF I DON'T LIKE THE SETTLEMENT?**

55. **Class Members do not need to attend the Settlement Hearing. The Court will consider any submission made in accordance with the provisions below even if a Class Member does not attend the hearing. You can participate in the Settlement without attending the Settlement Hearing.**

56. **Please Note:** The date and time of the Settlement Hearing may change without further written notice to Class Members. The Court may decide to allow Class Members to appear at the hearing by phone, without further written notice to the Class. **In order to determine whether the date and time of the Settlement Hearing have changed, or whether Class Members may participate by phone or video, it is important that you monitor the Court's docket and the case website, [www.CelgeneSecuritiesLitigation.com](http://www.CelgeneSecuritiesLitigation.com), before making any plans to attend the Settlement Hearing.** Any updates regarding the Settlement Hearing, including any changes to the date or time of the hearing or updates regarding in-person or remote appearances at the hearing, will be posted to the case website, [www.CelgeneSecuritiesLitigation.com](http://www.CelgeneSecuritiesLitigation.com). If the Court allows Class Members to participate in the Settlement Hearing by telephone or video conference, the information for accessing the telephone or video conference will be posted to the case website, [www.CelgeneSecuritiesLitigation.com](http://www.CelgeneSecuritiesLitigation.com).

57. The Settlement Hearing will be held on **May 4, 2026 at 9:00 a.m.**, before the Honorable Michael E. Farbiarz of the United States District Court for the District of New Jersey, either in person in Courtroom 4 of the Frank Lautenberg Post Office & U.S. Courthouse, 2 Federal Square, Newark, NJ 07102, or by telephone or videoconference, in the discretion of the Court. At the Settlement Hearing, the Court will consider: (a) whether the proposed Settlement is fair, reasonable, and adequate to the Class, and should be finally approved; (b) whether a Judgment substantially in the form attached as Exhibit B to the Stipulation should be entered dismissing the Action with prejudice against Defendants; (c) whether the proposed Plan of Allocation for the proceeds of the Settlement is fair and reasonable and should be approved; (d) whether the motion by Class Counsel for attorneys' fees and Litigation Expenses should be approved; and (e) other matters that may properly be brought before the Court in connection with the Settlement. The Court reserves the right to approve the Settlement, the Plan of Allocation, Class Counsel's motion for attorneys' fees and Litigation Expenses, and/or any other matter related to the Settlement at or after the Settlement Hearing without further notice to the members of the Class.

58. Any Class Member may object to the Settlement, the proposed Plan of Allocation, or Class Counsel's motion for attorneys' fees and Litigation Expenses. Objections must be in writing. You may file any written objection, together with copies of all other papers and briefs supporting the objection, electronically with the Court or by letter mailed to the Clerk's Office at the United States District Court for the District of New Jersey, at the address set forth below **on or before April 23, 2026 at 5:00 p.m.** If you submit your objection directly to the Court, you must also send the objections and supporting papers to Class Counsel and Defendants' Counsel at the addresses set forth below (either by U.S. mail or email) so that the papers are **received on or before April 23, 2026 at 5:00 p.m.** You can also send an objection by email to Class Counsel and Defendants' Counsel at the email addresses set forth below or to the case-dedicated email address, [info@CelgeneSecuritiesLitigation.com](mailto:info@CelgeneSecuritiesLitigation.com), **on or before April 23, 2026 at 5:00 p.m.**

<u>Clerk's Office</u>	<u>Class Counsel</u>	<u>Defendants' Counsel</u>
United States District Court District of New Jersey Clerk of the Court Martin Luther King Building & U.S. Courthouse 50 Walnut Street Room 4015 Newark, NJ 07101	KESSLER TOPAZ MELTZER & CHECK, LLP Matthew L. Mustokoff 280 King of Prussia Road Radnor, PA 19087  or  info@ktmc.com	LATHAM & WATKINS LLP Kevin M. McDonough 1271 Avenue of the Americas New York, NY 10020  or  kevin.mcdonough@lw.com

59. Any objection must include: (a) the name of this proceeding, *In re Celgene Corporation Securities Litigation*, Case No. 2:18-cv-04772 (MEF) (JBC); (b) the objector's full name, current address, email address (if applicable), and telephone number; (c) the objector's signature; (d) a statement providing the specific reasons for the objection, including a detailed statement of the specific legal and factual basis for each and every objection and whether the objection applies only to the objector, to a specific subset of the Class, or to the entire Class; and (e) documents sufficient to prove membership in the Class, including documents showing the number of shares of Celgene common stock that the objecting Class Member purchased/acquired and/or sold during the Class Period, as well as the dates, number of shares, and prices of each such purchase/acquisition and sale. The documentation establishing membership in the Class may consist of copies of account statements, transaction reports or confirmations, or any other authorized statements prepared by your broker, financial advisor, online trading platform, or other financial institution through which you purchased or held your shares of Celgene common stock.

60. **You may not object to the Settlement, the Plan of Allocation, or Class Counsel's motion for attorneys' fees and Litigation Expenses if you are excluded from the Class (including if you excluded yourself by request in connection with the Class Notice and are listed in Appendix 1 to the Stipulation).<sup>2</sup>**

61. You may file a written objection without having to appear at the Settlement Hearing. You may not, however, appear at the Settlement Hearing to present your objection unless you first file and serve a written objection in accordance with the procedures described above, unless the Court orders otherwise.

62. If you wish to be heard orally at the hearing in opposition to the approval of the Settlement, the Plan of Allocation, or Class Counsel's motion for attorneys' fees and Litigation Expenses, and if you timely submit a written objection as described above, you must also file a notice of appearance with the Clerk's Office so that it is **received on or before April 23, 2026 at 5:00 p.m.** Such persons may be heard orally at the discretion of the Court. Objectors who enter an appearance and desire to present evidence at the Settlement Hearing in support of their objection must include in their written objection or notice of appearance the identity of any witnesses they may call to testify and any exhibits they intend to introduce into evidence at the hearing.

---

<sup>2</sup> As this Class was previously certified and, in connection with class certification, Class Members had the opportunity to request exclusion from the Class, the Court has exercised its discretion not to allow a second opportunity to request exclusion in connection with the Settlement proceedings.

63. You are not required to hire an attorney to represent you in making written objections or in appearing at the Settlement Hearing. However, if you decide to hire an attorney, it will be at your own expense, and that attorney must file a notice of appearance with the Court so that the notice is **received on or before April 23, 2026 at 5:00 p.m.**

64. The Settlement Hearing may be adjourned by the Court without further written notice to the Class, other than a posting of the adjournment on the case website, [www.CelgeneSecuritiesLitigation.com](http://www.CelgeneSecuritiesLitigation.com). If you plan to attend the Settlement Hearing, you should confirm the date and time with Class Counsel.

65. **Unless the Court orders otherwise, any Class Member who does not object in the manner described above will be deemed to have waived any objection and shall be forever foreclosed from making any objection to the proposed Settlement, the proposed Plan of Allocation or Class Counsel's motion for attorneys' fees and Litigation Expenses. Class Members do not need to appear at the Settlement Hearing or take any other action to indicate their approval.**

#### **WHAT IF I BOUGHT OR HELD CELGENE COMMON STOCK ON SOMEONE ELSE'S BEHALF?**

66. In connection with the previously disseminated Class Notice, Nominees were advised that if they purchased or otherwise acquired Celgene common stock during the Class Period (April 27, 2017 through April 27, 2018, inclusive) for the beneficial interest of persons or entities other than themselves, they must either (a) provide a list of the names, addresses, and, if available, email addresses of all such beneficial owners ("owners") to JND Legal Administration ("JND"); or (b) request from JND sufficient copies of the Postcard Class Notice to forward to all such owners for whom email addresses were not available, and then forward those Postcard Class Notices to all such owners.

67. **If you previously provided the names and addresses of such owners identified above in connection with the Class Notice, and (i) those names and addresses remain current and (ii) you have no additional names and addresses for potential Class Members to provide to the Claims Administrator, you need do nothing further at this time.** The Claims Administrator will mail the Postcard Notice of the Settlement ("Postcard Notice") to the owners whose names and addresses were previously provided in connection with the Class Notice mailing.

68. If you elected to mail or email the Class Notice directly to owners, you were advised that you must retain the mailing records for use in connection with any further notices that may be provided in the Action. If you elected this option, the Claims Administrator will forward the same number of Postcard Notices to you to send to the owners, **and you must mail and/or email the Postcard Notices to those owners by no later than seven (7) calendar days after receipt of the Settlement Notice Packets.** If you require more copies of the Postcard Notice than you previously requested in connection with the Class Notice mailing, please contact the Claims Administrator, JND, toll-free at 1-855-648-0893, and let them know how many notices you require.

69. If you have not already provided the names and addresses for all persons and entities on whose behalf you purchased or acquired Celgene common stock from April 27, 2017 through April 27, 2018; or if you have additional names or updated or changed information, then the Court has ordered that you must, **WITHIN SEVEN (7) CALENDAR DAYS OF YOUR RECEIPT OF THIS SETTLEMENT NOTICE**, either: (i) send a list of the names, addresses, and, if available, email addresses of such owners to the Claims Administrator at *Celgene Corporation Securities Litigation*, c/o JND Legal Administration, P.O. Box 91422, Seattle, WA 98111, in which event the Claims Administrator shall promptly mail Postcard

Notice to such owners, or (ii) request from JND sufficient copies of the Postcard Notice to forward to all such owners, and mail or email the Postcard Notice to the owners within seven (7) calendar days of receipt. **AS STATED ABOVE, IF YOU HAVE ALREADY PROVIDED THIS INFORMATION IN CONNECTION WITH THE CLASS NOTICE, UNLESS THAT INFORMATION HAS CHANGED (E.G., OWNER HAS CHANGED ADDRESS), IT IS UNNECESSARY TO PROVIDE SUCH INFORMATION AGAIN.**

70. Upon full and timely compliance with these directions, nominees may seek reimbursement of their reasonable expenses actually incurred by providing the Claims Administrator with proper documentation supporting the expenses for which reimbursement is sought. Reasonable expenses shall not exceed \$0.05 plus postage at the pre-sort rate used by the Claims Administrator per Postcard Notice mailed; \$0.05 per Postcard Notice emailed; or \$0.05 per mailing record provided to the Claims Administrator. Such properly documented expenses incurred by Nominees in compliance with these directions shall be paid from the Settlement Fund, with any disputes as to the reasonableness or documentation of expenses incurred subject to review by the Court.

#### **CAN I SEE THE COURT FILE? WHOM SHOULD I CONTACT IF I HAVE QUESTIONS?**

71. This Notice contains only a summary of the terms of the proposed Settlement. For more detailed information about the matters involved in this Action, you are referred to the papers on file in the Action, including the Stipulation, which may be reviewed by accessing the Court docket in this case through the Court's Public Access to Court Electronic Records (PACER) system at <https://ecf.njd.uscourts.gov>, or by visiting the office of the Clerk of the Court for the United States District Court for the District of New Jersey, Martin Luther King Building & U.S. Courthouse, 50 Walnut Street Room 4015, Newark, NJ 07101. Additionally, copies of the Stipulation and any related orders entered by the Court will be posted on the website maintained, [www.CelgeneSecuritiesLitigation.com](http://www.CelgeneSecuritiesLitigation.com).

All inquiries concerning this Settlement Notice and the Claim Form should be directed to:

*Celgene Corporation Securities Litigation*

and/or

c/o JND Legal Administration  
P.O. Box 91422  
Seattle, WA 98111

(855) 648-0893

[info@CelgeneSecuritiesLitigation.com](mailto:info@CelgeneSecuritiesLitigation.com)

**KESSLER TOPAZ MELTZER**

**& CHECK, LLP**

Matthew L. Mustokoff  
280 King of Prussia Road  
Radnor, PA 19087

(610) 667-7706

[info@ktmc.com](mailto:info@ktmc.com)

**DO NOT CALL OR WRITE THE COURT, THE OFFICE OF THE CLERK OF THE COURT, DEFENDANTS OR THEIR COUNSEL REGARDING THIS NOTICE.**

Dated: January 13, 2026

By Order of the Court  
United States District Court  
District of New Jersey

## **Appendix A**

### **PLAN OF ALLOCATION OF THE NET SETTLEMENT FUND**

72. As discussed above, the Settlement provides \$239,000,000 in cash for the benefit of the Class. The Settlement Amount and any interest it earns constitute the “Settlement Fund.” The Settlement Fund, after deduction of Court-approved attorneys’ fees and Litigation Expenses, Notice and Administration Costs, Taxes, and any other fees or expenses approved by the Court, is the “Net Settlement Fund.” If the Settlement is approved by the Court, the Net Settlement Fund will be distributed to eligible Authorized Claimants—*i.e.*, Class Members who timely submit valid Claim Forms that are accepted for payment by the Court—in accordance with this proposed Plan of Allocation (“Plan of Allocation” or “Plan”) or such other plan of allocation as the Court may approve. Class Members who do not timely submit valid Claim Forms will not share in the Net Settlement Fund, but will otherwise be bound by the Settlement. The Court may approve this proposed Plan of Allocation, or modify it, without additional notice to the Class. Any order modifying the Plan of Allocation will be posted on the [www.CelgeneSecuritiesLitigation.com](http://www.CelgeneSecuritiesLitigation.com).

73. The objective of the Plan of Allocation is to distribute the Settlement proceeds equitably among those Class Members who suffered economic losses as a proximate result of the alleged wrongdoing. The Plan of Allocation is not a formal damage analysis, and the calculations made in accordance with the Plan of Allocation are not intended to be estimates of, or indicative of, the amounts that Class Members might have been able to recover after a trial. Nor are the calculations in accordance with the Plan of Allocation intended to be estimates of the amounts that will be paid to Authorized Claimants under the Settlement. The computations under the Plan of Allocation are only a method to weigh, in a fair and equitable manner, the claims of Authorized Claimants against one another for the purpose of making *pro rata* allocations of the Net Settlement Fund.

74. The Plan of Allocation was developed in consultation with Class Representative’s damages expert. In developing the Plan of Allocation, Class Representative’s damages expert calculated the estimated amount of alleged artificial inflation in the per-share price of Celgene common stock that was allegedly proximately caused by Defendants’ alleged materially false and misleading statements and omissions that were sustained following the Court’s rulings on Defendants’ motions for summary judgment. In calculating the estimated artificial inflation allegedly caused by those misrepresentations and omissions, Class Representative’s damages expert considered price changes in Celgene common stock in reaction to public disclosures that allegedly corrected the alleged misrepresentations and omissions, adjusting the price change for factors that were attributable to market or industry forces or other Company-specific information unrelated to Class Representative’s allegations.

75. In order to have recoverable damages in connection with purchases of Celgene common stock during the Class Period, disclosure of the alleged misrepresentations or omissions must be the cause of the decline in the price of the Celgene common stock. In this case, Class Representative alleges that Defendants made false statements and omitted material facts during the Class Period, which had the effect of artificially inflating the prices of Celgene common stock. Alleged artificial inflation was removed from the price of Celgene common stock as the result of alleged corrective disclosures that occurred on October 26, 2017, February 27, 2018, and April 29, 2018, which partially removed the artificial inflation from the price of Celgene common stock on October 26, 2017, February 28, 2018, and April 30, 2018. In order to have a “Recognized Claim Amount” under the Plan of Allocation, shares of Celgene common stock must have been purchased during the Class Period and held through at least one of the dates where new

corrective information was released to the market and partially removed the alleged artificial inflation from the price of Celgene common stock.

### **CALCULATION OF RECOGNIZED CLAIM AMOUNT**

76. Based on the formulas stated below, a “Recognized Loss Amount” will be calculated for each purchase of Celgene common stock during the Class Period that is listed on the Claim Form and for which adequate documentation is provided. If a Recognized Loss Amount calculates to a negative number or zero under the formula below, that Recognized Loss Amount will be zero.<sup>3</sup>

77. For each share of Celgene common stock purchased during the period from April 27, 2017 through April 27, 2018, inclusive, and:

- A. Sold prior to the close of trading on October 25, 2017, the Recognized Loss Amount per share is zero.
- B. Sold from October 26, 2017 through and including the close of trading on April 27, 2018, the Recognized Loss Amount will be *the lesser of*: (i) the amount of artificial inflation per share on the date of purchase as stated in Table A *minus* the amount of artificial inflation per share on the date of sale as stated in Table A, or (ii) the purchase price *minus* the sale price;
- C. Sold from April 28, 2018 through and including the close of trading on July 27, 2018, the Recognized Loss Amount will be *the least of*: (i) the amount of artificial inflation per share on the date of purchase as stated in Table A; (ii) the purchase price *minus* the sale price, or (iii) the purchase price *minus* the average closing price between April 30, 2018 and the date of sale as stated in Table B at the end of this Notice; and
- D. Held as of the close of trading on July 27, 2018, the Recognized Loss Amount will be *the lesser of*: (i) the amount of artificial inflation per share on the date of purchase as stated in Table A; or (ii) the purchase price *minus* \$81.48, the average closing price for Celgene common stock from April 30, 2018 through July 27, 2018 (the last entry on Table B at the end of this Notice).<sup>4</sup>

---

<sup>3</sup> Any transactions in Celgene common stock executed outside of regular trading hours for the U.S. financial markets shall be deemed to have occurred during the next regular trading session.

<sup>4</sup> Under Section 21D(e)(1) of the Exchange Act, “in any private action arising under this Act in which the plaintiff seeks to establish damages by reference to the market price of a security, the award of damages to the plaintiff shall not exceed the difference between the purchase or sale price paid or received, as appropriate, by the plaintiff for the subject security and the mean trading price of that security during the 90-day period beginning on the date on which the information correcting the misstatement or omission that is the basis for the action is disseminated to the market.” Consistent with the requirements of the statute, Recognized Loss Amounts are reduced to an appropriate extent by taking into account the closing prices of Celgene common stock during the 90-day look-back period from April 30, 2018 through July 27, 2018. The mean (average) closing price for Celgene common stock during period was \$81.48.

## **ADDITIONAL PROVISIONS**

78. **Calculation of Claimant’s “Recognized Claim”:** A Claimant’s “Recognized Claim” will be the sum of his, her, or its Recognized Loss Amounts as calculated under ¶ 77 above.

79. **FIFO Matching:** If a Claimant made more than one purchase or sale of Celgene common stock during the Class Period, all purchases and sales will be matched on a First In, First Out (“FIFO”) basis. Class Period sales will be matched first against any holdings at the beginning of the Class Period and then against purchases in chronological order, beginning with the earliest purchase/acquisition made during the Class Period.

80. **Purchase/Sale Prices:** For the purposes of calculations in ¶ 77 above, “purchase price” means the actual price paid, excluding any fees, commissions, and taxes, and “sale price” means the actual amount received, not deducting any fees, commissions, and taxes.

81. **“Purchase/Sale” Dates:** Purchases and sales of Celgene common stock will be deemed to have occurred on the “contract” or “trade” date as opposed to the “settlement” or “payment” date. The receipt or grant by gift, inheritance, or operation of law of Celgene common stock during the Class Period will not be deemed a purchase or sale of Celgene common stock for the calculation of a Claimant’s Recognized Loss Amount, nor will the receipt or grant be deemed an assignment of any claim relating to the purchase/sale of Celgene common stock unless (i) the donor or decedent purchased or sold such Celgene common stock during the Class Period; (ii) the instrument of gift or assignment specifically provides that it is intended to transfer such rights; and (iii) no Claim was submitted by or on behalf of the donor, on behalf of the decedent, or by anyone else with respect to shares of such shares of Celgene common stock.

82. **Short Sales:** The date of covering a “short sale” is deemed to be the date of purchase of the Celgene common stock. The date of a “short sale” is deemed to be the date of sale of the Celgene common stock. In accordance with the Plan of Allocation, however, the Recognized Loss Amount on “short sales” and the purchases covering “short sales” is zero.

83. In the event that a Claimant has an opening short position in Celgene common stock, the earliest purchases of Celgene common stock during the Class Period will be matched against such opening short position, and not be entitled to a recovery, until that short position is fully covered.

84. **Common Stock Purchased/Sold Through the Exercise of Options:** Option contracts are not securities eligible to participate in the Settlement. With respect to Celgene common stock purchased or sold through the exercise of an option, the purchase/sale date of the security is the exercise date of the option and the purchase/sale price is the exercise price of the option.

85. **Market Gains and Losses:** The Claims Administrator will determine if the Claimant had a “Market Gain” or a “Market Loss” with respect to his, her, or its overall transactions in Celgene common stock during the Class Period. For purposes of making this calculation, the Claims Administrator will determine the difference between (i) the Claimant’s Total Purchase Amount<sup>5</sup> and (ii) the sum of the

---

<sup>5</sup> The “Total Purchase Amount” is the total amount the Claimant paid (excluding any fees, commissions, and taxes) for all shares of Celgene common stock purchased during the Class Period.

Claimant's Total Sales Proceeds<sup>6</sup> and the Claimant's Holding Value.<sup>7</sup> If the Claimant's Total Purchase Amount minus the sum of the Claimant's Total Sales Proceeds and the Holding Value is a positive number, that number will be the Claimant's Market Loss; if the number is a negative number or zero, that number will be the Claimant's Market Gain.

86. If a Claimant had a Market Gain with respect to his, her, or its overall transactions in Celgene common stock during the Class Period, the value of the Claimant's Recognized Claim will be zero, and the Claimant will in any event be bound by the Settlement. If a Claimant suffered an overall Market Loss with respect to his, her, or its overall transactions in Celgene common stock during the Class Period but that Market Loss was less than the Claimant's Recognized Claim, then the Claimant's Recognized Claim will be limited to the amount of the Market Loss.

87. **Determination of Distribution Amount:** If the sum total of Recognized Claims of all Authorized Claimants who are entitled to receive payment out of the Net Settlement Fund is greater than the Net Settlement Fund, each Authorized Claimant will receive his, her, or its *pro rata* share of the Net Settlement Fund. The *pro rata* share will be the Authorized Claimant's Recognized Claim divided by the total of Recognized Claims of all Authorized Claimants, multiplied by the total amount in the Net Settlement Fund.

88. If the Net Settlement Fund exceeds the sum total amount of the Recognized Claims of all Authorized Claimants entitled to receive payment out of the Net Settlement Fund, the excess amount in the Net Settlement Fund will be distributed *pro rata* to all Authorized Claimants entitled to receive payment.

89. If an Authorized Claimant's Distribution Amount calculates to less than \$10.00, no distribution will be made to that Authorized Claimant.

90. After the initial distribution of the Net Settlement Fund, the Claims Administrator will make reasonable and diligent efforts to have Authorized Claimants cash their distribution checks. To the extent any monies remain in the Net Settlement Fund seven (7) months after the initial distribution, if Class Counsel, in consultation with the Claims Administrator, determines that it is cost-effective to do so, the Claims Administrator will conduct a re-distribution of the funds remaining after payment of any unpaid fees and expenses incurred in administering the Settlement, including for such re-distribution, to Authorized Claimants who have cashed their initial distributions and who would receive at least \$10.00 from such re-distribution. Additional re-distributions to Authorized Claimants who have cashed their prior checks may occur thereafter if Class Counsel, in consultation with the Claims Administrator, determines that additional re-distributions, after the deduction of any additional fees and expenses incurred in administering the Settlement, including for such re-distributions, would be cost-effective. At such time as it is determined that the re-distribution of funds remaining in the Net Settlement Fund is not cost-

---

<sup>6</sup> The Claims Administrator will match any sales of Celgene common stock during the Class Period first against the Claimant's opening position in Celgene common stock (the proceeds of those sales will not be considered for purposes of calculating market gains or losses). The total amount received (not deducting any fees, commissions, and taxes) for sales of the remaining shares of Celgene common stock sold during the Class Period is the "Total Sales Proceeds."

<sup>7</sup> The Claims Administrator will ascribe a "Holding Value" of \$87.10 to each share of Celgene common stock purchased during the Class Period that was still held as of the close of trading on April 27, 2018.

effective, the remaining balance will be contributed to a 501(c)(3) organization to be agreed upon by the Parties and approved by the Court with any dispute between the Parties to be settled by the Court.

91. Payment pursuant to the Plan of Allocation, or such other plan of allocation as may be approved by the Court, will be conclusive against all Claimants. No person shall have any claim against Class Representative, Plaintiff's Counsel, Class Representative's damages or consulting experts, Defendants, Defendants' Counsel, or any of the other Plaintiff's Releasees or Defendants' Releasees, or the Claims Administrator or other agent designated by Class Counsel arising from distributions made substantially in accordance with the Stipulation, the plan of allocation approved by the Court, or further Orders of the Court. Class Representative, Defendants, and their respective counsel, and all other Defendants' Releasees, shall have no responsibility or liability whatsoever for the investment or distribution of the Settlement Fund or the Net Settlement Fund; the plan of allocation; the determination, administration, calculation, or payment of any Claim or nonperformance of the Claims Administrator; the payment or withholding of Taxes; or any losses incurred in connection therewith.

**TABLE A**

**Estimated Artificial Inflation in Celgene Common Stock  
from April 27, 2017 through April 27, 2018**

<b>Date Range</b>	<b>Artificial Inflation Per Share</b>
April 27, 2017 through October 25, 2017	\$12.37
October 26, 2017 through October 29, 2017	\$7.42
October 30, 2017 through February 27, 2018	\$10.58
February 28, 2018 through April 27, 2018	\$2.82

**TABLE B**

**90-Day Look-Back Table for Celgene Common Stock**  
**(Closing Price and Average Closing Price: April 30, 2018 – July 27, 2018)**

<b>Date</b>	<b>Closing Price</b>	<b>Average Closing Price Between April 30, 2018, and Date Shown</b>	<b>Date</b>	<b>Closing Price</b>	<b>Average Closing Price Between April 30, 2018, and Date Shown</b>
4/30/2018	\$87.10	\$87.10	6/14/2018	\$78.39	\$80.73
5/1/2018	\$87.93	\$87.52	6/15/2018	\$78.08	\$80.65
5/2/2018	\$86.90	\$87.31	6/18/2018	\$77.73	\$80.57
5/3/2018	\$85.40	\$86.83	6/19/2018	\$79.44	\$80.54
5/4/2018	\$86.89	\$86.84	6/20/2018	\$79.77	\$80.52
5/7/2018	\$84.57	\$86.47	6/21/2018	\$79.14	\$80.48
5/8/2018	\$83.13	\$85.99	6/22/2018	\$78.80	\$80.44
5/9/2018	\$82.80	\$85.59	6/25/2018	\$78.53	\$80.39
5/10/2018	\$82.38	\$85.23	6/26/2018	\$78.31	\$80.34
5/11/2018	\$84.54	\$85.16	6/27/2018	\$77.25	\$80.27
5/14/2018	\$85.31	\$85.18	6/28/2018	\$76.66	\$80.18
5/15/2018	\$81.98	\$84.91	6/29/2018	\$79.42	\$80.16
5/16/2018	\$81.36	\$84.64	7/2/2018	\$79.51	\$80.15
5/17/2018	\$79.98	\$84.31	7/3/2018	\$78.65	\$80.12
5/18/2018	\$78.37	\$83.91	7/5/2018	\$80.39	\$80.12
5/21/2018	\$74.69	\$83.33	7/6/2018	\$82.44	\$80.17
5/22/2018	\$76.61	\$82.94	7/9/2018	\$83.85	\$80.25
5/23/2018	\$77.66	\$82.64	7/10/2018	\$84.56	\$80.33
5/24/2018	\$79.54	\$82.48	7/11/2018	\$83.33	\$80.39
5/25/2018	\$78.63	\$82.29	7/12/2018	\$85.60	\$80.49
5/29/2018	\$77.83	\$82.08	7/13/2018	\$85.69	\$80.59
5/30/2018	\$77.97	\$81.89	7/16/2018	\$85.23	\$80.68
5/31/2018	\$78.68	\$81.75	7/17/2018	\$85.85	\$80.77
6/1/2018	\$79.04	\$81.64	7/18/2018	\$85.78	\$80.86
6/4/2018	\$78.65	\$81.52	7/19/2018	\$85.34	\$80.94
6/5/2018	\$77.97	\$81.38	7/20/2018	\$85.10	\$81.01
6/6/2018	\$78.79	\$81.29	7/23/2018	\$85.08	\$81.08
6/7/2018	\$78.79	\$81.20	7/24/2018	\$87.17	\$81.18
6/8/2018	\$79.06	\$81.12	7/25/2018	\$87.67	\$81.29
6/11/2018	\$78.33	\$81.03	7/26/2018	\$88.31	\$81.40
6/12/2018	\$77.47	\$80.91	7/27/2018	\$86.43	\$81.48
6/13/2018	\$77.38	\$80.80			